

At our May 2017 meeting, a new and updated Constitution and By-Laws was approved unanimously.

**Otto W. Haisley
Elementary School PTO
Constitution and Bylaws**

Revised April
2017

ARTICLE I NAME: The Name of this organization shall be the Otto W. Haisley School Parent-Teacher Organization.

ARTICLE II PURPOSE: The mission of the Haisley Elementary PTO is to enrich and complement the curriculum and learning environment and to foster positive and empowering relationships between families, students, teachers, staff, and the larger community.

Said organization is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign in behalf of any candidate for public office.

Other activities not permitted under 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of

the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III MEMBERSHIP: The parents and guardians of all children in attendance at Otto W. Haisley School and all teachers and officials of the School shall be members of this organization.

ARTICLE IV OPERATION:

SECTION I: The Executive Officers shall conduct the affairs of this organization. The Executive Officers shall consist of the four officers provided for in Article IV, Section 2., the Principal of Otto W. Haisley School, two Teacher-Representatives, and such other representatives and/or chairpersons/co-chairpersons of committees that the Executive Board sees fit to create. The Executive Board shall have the power to do all things necessary and proper to further the purposes of this organization, such as, though not limited to, appointment of dues upon the membership, authorization of expenditures, and planning of all meetings of the organization.

SECTION II: The executive officers shall be a President, a Vice-President, a Secretary, and a Treasurer. The President shall be the presiding officer of the Executive Board and of all membership meetings; the Vice-President shall act as presiding officer in the absence of the President; the Secretary shall keep the minutes and records or correspondence; and the Treasurer shall have charge of all funds and make all the disbursements as approved by the Executive Board.

These offices should be revisited and decided upon by the Executive Board once a school year.

SECTION III: Any parent or guardian of a child attending Otto W. Haisley School is eligible to be nominated for an Executive Board position. The Executive Board shall be elected annually in the spring and will begin their term at the end of the current semester in which the elections are held. The Executive Board shall nominate two people to serve on an Election Committee. No member of the Executive Board may be appointed to the Election Committee.

The faculty of Otto W. Haisley School shall identify the Teacher-Representatives.

SECTION IV: All PTO board members present at any PTO board or general meeting shall have a vote and the power to originate and second motions.

ARTICLE V MEETINGS

Section I: The PTO Board will meet monthly, and such other meetings, as it shall determine. Notification of all meetings shall be by electronic mail, "backpack" mail from students, social media announcement, and any other method of communication deemed appropriate, including from the Principal.

SECTION II: The secretary must report all official actions of the Executive Board to the membership at least once each semester.

SECTION III: The treasurer must report the financial actions and condition of the organization to the membership at least once a semester.

SECTION IV: At the first meeting of the new school year, the Executive Board shall clearly define the roles and responsibilities of each of the Board Members. At this time, the process and structure of all future meetings will be established. A voting format, such as the use of email to vote, will be established and agreed upon by the Executive Board.

ARTICLE VI OTHER VOTING BOARD POSITIONS: Participate in executive decisions regarding fund distribution, PTO supported programs, and relevant Haisley issues.

ENRICHMENT COORDINATOR: Manage PTO enrichment programs and provide leadership as required. Bring programming to the school that enhances the curriculum and/or provides cultural insight. Oversee the Curriculum Enrichment Mission.

VOLUNTEER/FAMILY INVOLVEMENT COORDINATOR: Create a solid volunteer base from the Haisley community and secure volunteers for PTO sponsored events.

FUNDRAISING COORDINATOR: Oversees the Fundraising Mission of the PTO.

MEMBERS-AT-LARGE (UPPER AND LOWER ELEMENTARY): Ensure strong communication between board, parents, and staff of the Lower El and Upper El.

PTO-C REP: Represent the interests of Haisley students and faculty at PTO-C meetings.

SIT REP: Coordinate PTO and SIT activities to achieve maximum benefit.

ARTICLE VII AMENDMENTS: This Constitution may be amended at any general membership meeting of the organization by a two-thirds vote of those present, provided the amendment has been presented in writing to the members prior to the general membership meeting.

ARTICLE VIII ADOPTION: This Constitution shall be effective upon an affirmative vote of two-thirds of those members present at a meeting called for that purpose.

ARTICLE IX DISSOLUTION: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

BYLAWS

ARTICLE I: NAME: NAME: The Name of this organization shall be the Otto W. Haisley School Parent-Teacher Organization.

ARTICLE II MISSION STATEMENT: The mission of the Haisley Elementary PTO is to enrich and complement the curriculum and learning environment and to foster positive and empowering relationships between families, students, teachers, staff, and the larger community.

VISION STATEMENT: The PTO will exemplify integrity, inclusivity, teamwork, and community through the many events, opportunities, and enrichment programs in the home, school, and community at large. We will help maintain a rigorous, fun, safe, and rewarding learning environment at Haisley!

ARTICLE III MEMBERSHIP:

SECTION 1: The parents and guardians of all children in attendance at Otto W. Haisley School and all teachers and officials of the School shall be members of this organization.

SECTION 2: Dues, if any, will be established by the Executive Board. If dues are charged, and a member wants to run for office, the member must have them paid 14 days before the nominating committee puts their name on the ballot to be in good standing.

ARTICLE IV EXECUTIVE OFFICERS AND ELECTIONS:

SECTION I: EXECUTIVE OFFICERS: shall be the president, vice-president, secretary, and treasurer.

1. **President:** The president shall preside over meetings of the organization and executive board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

1. Responsibilities:

1. Work with Board and Principal to identify goals for school year.
 2. Identify and implement action items to fulfill mission and goals.
- Establish calendar of PTO supported events in collaboration with teacher calendar.
1. Assist Treasurer in creation of budget for fund raising and expenditures.
 2. Set agenda and lead PTO Executive Board Meetings.

3. Lead executive decisions regarding fund distribution, PTO supported programs and relevant Haisley issues.
- Communicate with parent/teacher community via PTO newsletter, website and community meetings.
1. **Vice-President**: The vice president shall assist the president and carry out the president's duties in his or her absence or inability to serve.
 1. Responsibilities
 1. Serves as point person for all chairpersons under the Community Building and School Assistance Missions of the PTO.
 2. Works with the President to secure committee chairs of all open positions.
 - Provides training for chairs as needed.
 1. Assists in the success of all CB and School Assistance activities.
 2. Participate in executive decisions regarding fund distribution, PTO supported programs and relevant Haisley issues.
 3. Assumes duties of PTO President if the President is unable.
1. **Secretary**: The secretary shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.
 1. Responsibilities
 1. Serves as point person for all work under the Communications Mission of the PTO.
 2. Manage the content and distribution of opening day information package.
 - Assist staff with regards to the PTO web site, the school handbook/directory (coordinate with school secretary), yearbook, newsletter chair, and hallway calendar.

1. Record and distribute minutes from Executive Board Meetings.
 2. Participate in executive decisions regarding fund distribution, PTO supported programs and relevant Haisley issues.
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1. **Treasurer:** The treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the executive board. He or she will present a financial statement at every meeting and at other times of the year when requested by the executive board, and make a full report at the end of the year.
 1. Responsibilities
 1. Participate in creation of current year and next year budget.
 2. Make deposits for PTO functions and fundraisers.
- Reimburse teachers and volunteers for approved expenditures.
1. Create monthly budget report for presentation at executive board meeting.
 2. Track all expenditures, reimbursements and deposits by budget category.
 3. Track teacher spending individually for grants and field trip funds.
- Provide any necessary training to committee chairs that collect money.
 - Work with accountant for audit and taxes.
1. Participate in executive decisions regarding fund distribution, PTO supported programs and relevant Haisley issues.

SECTION II: NOMINATIONS AND ELECTIONS: The Board shall be elected annually in the spring and will begin their term at the end of the current semester in which the elections are held. The Board shall nominate two people to serve on an Election Committee. No member of the Board may be appointed to the Election Committee. The Election Committee distributes the nomination ballots in the spring. Parents or guardians can nominate themselves or others for an Executive Board position. A member of the Election Committee will contact each nominee for acceptance of his or her

nomination and inclusion on the election ballot. The election ballot is to be distributed to all parents and/or guardians of students attending Otto W. Haisley School. Once the ballots are filled out they are returned to the school where the Election Committee counts and ratifies the elections. The person receiving the plurality of votes shall be elected to office. The Election Committee shall notify winners.

SECTION III: ELIGIBILITY: Members are eligible for office if they are members in good standing (if dues have been instated) at least 14 calendar days before the nominating committee presents its slate.

SECTION IV: VACANCIES: If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled meeting, a new vice president will be elected. If there is a vacancy in any other office, members will fill the vacancy through election at the next regular meeting.

SECTION V: VOTING: All PTO board members present at any PTO board or general meeting shall have a vote and the power to originate and second motions. Voting via e-mail is allowed.

SECTION VI: REMOVAL FROM OFFICE: Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

ARTICLE V OTHER VOTING BOARD POSITIONS: Participate in executive decisions regarding fund distribution, PTO supported programs, and relevant Haisley issues. These positions are subject to the same rules and regulations re: election as established previously.

1. **ENRICHMENT COORDINATOR:** Manage PTO enrichment programs and provide leadership as required. Bring programming to the school that enhances the curriculum and/or provides cultural insight. Oversee the Curriculum Enrichment Mission.
 1. Responsibilities
 1. Work with Principal and PTO Board to create annual enrichment plan including budget, events and objectives.

2. Collaborate with Treasurer to review budget.

- Provide executive contact point for all enrichment activities.
- 1. Serve as Assembly Chairperson – making contacts, gather info and fees, assist in contract negotiations, provide on-site management, coordinate details with school staff, facilitate payment (with Treasurer) advertise and get post Assembly feedback.
- 2. Identify lead volunteers and committee coordinators for PTO programs focused on enhancing curriculum and monitor progress.
- 3. Provide calendar of events for All-school calendar and website.
- Participate in executive decisions regarding fund distribution, PTO supported programs and relevant Haisley issues.

1. **VOLUNTEER/FAMILY INVOLVEMENT COORDINATOR:** Create a solid volunteer base from the Haisley community and secure volunteers for PTO sponsored events.

1. Responsibilities

1. Create call for volunteer forms for welcome packet. Call for volunteers could be done again in January.
2. Create and manage volunteer database.

- Secure volunteers for PTO sponsored events.

1. Host the Haisley First Day Coffee.
2. Actively work to recruit new volunteers throughout the year.

1. **FUNDRAISING COORDINATOR:** Oversees the Fundraising Mission of the PTO.

1. Responsibilities

1. Responsible for securing committee chairs for all fundraising efforts (with President and Vice President).
2. Assist in the training of all chairs.

- Assist in the success of each fundraising effort.

1. Monitors school and PTO calendars with regards to fundraising efforts.

2. Coordinates each fundraising effort with the PTO Treasurer.
 3. Participate in executive decisions regarding fund distribution, PTO supported programs and relevant Haisley issues.
1. **MEMBERS-AT-LARGE (UPPER AND LOWER ELEMENTARY):** Ensure strong communication between board, parents, and staff of the Lower El and Upper El.
 1. Responsibilities
 1. Actively work to communicate with the Lower/Upper El parents and teachers the happenings of the Haisley PTO.
 2. Assist in the familial satisfaction of Haisley and recruit new volunteers from the Lower/Upper El.
- Maintain an open line of communication with the 5th grade teachers regarding fundraising efforts for camp and 5th grade graduation.
1. Participate in executive decisions regarding fund distribution, PTO supported programs and relevant Haisley issues.
1. **PTO-C REP:** Represent the interests of Haisley students and faculty at PTO-C meetings.
 1. Responsibilities
 1. Attend monthly PTO-C meetings and provide perspective of Haisley community.
 2. Report on key issues and identify necessary actions for Haisley PTO Board based on PTO-C meetings.
- Manage any related action items from PTO-C meetings.
1. Participate in executive decisions regarding fund distribution, PTO supported programs and relevant Haisley issues.
1. **SIT REP:** Coordinate PTO and SIT activities to achieve maximum benefit.
 1. Responsibilities
 1. Attend monthly PTO Executive Board Meetings and scheduled SIT meetings.

2. Identify areas of potential cooperation or improvement needed.
- Provide parent feedback required for annual state of Michigan EdYes School Report Card.
1. Lead discussion to maximize SIT and PTO objectives.
 2. Participate in executive decisions regarding fund distribution, PTO supported programs and relevant Haisley issues.

ARTICLE VI MEETINGS

SECTION I: REGULAR MEETINGS: The regular meeting of the organization shall be on the first Thursday of each month during the school year at 7 p.m., or at a time and place determined by the executive board at least one month before the meeting. Notification of all meetings shall be by electronic mail, “backpack” mail from students, social media announcement, and any other method of communication deemed appropriate, including from the Principal.

SECTION II: SPECIAL MEETINGS: Special meetings may be called by the president, any two members of the executive board, or five general members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting, by means previously established.

SECTION III: QUOROM: Half the number of board members plus one constitutes a quorum.

SECTION IV: SECRETARY REPORTS: The secretary must report all official actions of the Board to the membership at least once each semester.

SECTION V: TREASURER REPORTS: The treasurer must report the financial actions and condition of the organization to the membership at least once a semester.

SECTION VI: At the first meeting of the new school year, the Board shall clearly define the roles and responsibilities of each of the Board Members. At this time, the process and structure of all future meetings will be established. A

voting format, such as the use of email to vote, will be established and agreed upon by the Executive Board.

ARTICLE VII FINANCES

SECTION I: The fiscal year shall be August 1 through July 31 of the following year.

SECTION II: A tentative budget shall be drafted in August for each school year and approved at the September meeting by a majority vote of the board members present.

SECTION III: The treasurer shall keep accurate records of any disbursements, income, and bank account information.

SECTION IV: The board shall approve all expenses of the organization.

SECTION V: PTO capital spending is done so in support of the PTO's mission and vision, and in alignment with current Haisley Elementary educational goals.

SECTION VI: Authorized signers on the PTO bank account shall be the president and treasurer.

ARTICLE VIII PARLIMENTARY AUTHORITY: Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws.

ARTICLE IX STANDING RULES: The Executive Board may approve standing rules, and the secretary shall keep a record of the standing rules for future reference.

ARTICLE X DISSOLUTION: The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

ARTICLE XI AMENDMENTS: These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization by the secretary. Notice may be given by previously established methods.

Amendments will be approved by a two-thirds vote of those board members present, assuming a quorum.

ARTICLE XII CONFLICT OF INTEREST POLICY:

SECTION I: PURPOSE: The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION II: DEFINITIONS:

1. Interested Person. Any director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 1. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 2. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.
"Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
 1. A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION III: PROCEDURES:

1. Duty To Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest.
 1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy.

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION IV: RECORDS OF PROCEEDINGS: The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

SECTION V: COMPENSATION:

1. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION VI: ANNUAL STATEMENTS: Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that in order to maintain its federal tax-exempt status it must engage primarily in activities, which accomplish one or more of its tax- exempt purposes.

SECTION VII: PERIODIC REVIEWS: To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in self-dealing, impermissible private inurement, or an excess benefit transaction.

SECTION VIII: USE OF OUTSIDE EXPERTS: When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

Approved on May 4th, 2017 by all currently serving board members.